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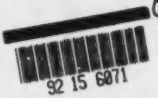
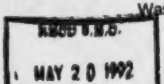
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549





FORM 10-Q

D92-2239

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: March 31, 1992

BEST COPY AVAILABLE

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM N/A TO _____

Commission File Number: O-17408

CENTURION MINES CORPORATION

(Exact name of registrant as specified in its charter)

15/15 M
MAY 21 1992

Microfilmed by
Q-Data Corp. - St. Petersburg, FL

UTAH

(State or other jurisdiction
incorporation or organization)

(I.R.S. Employer
Identification Number)

L3Q

331 South Rio Grande, Suite 201, Salt Lake City, Utah 84101

(Address of Principal Executive Offices) (Zip Code)

801-534-1120

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

The number of shares outstanding at March 31, 1992: 15,969,51♦ shares

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS OF CENTURION MINES CORPORATION (Hereinafter referred to as Registrant)

The financial statements of the Registrant included herein have been prepared by the Registrant from its own books and records. In the opinion of management, the financial statements included in this quarterly report present fairly in all material respects, the financial position of Registrant.

As discussed in Note 2, a substantial portion of Registrant's assets consist of mining properties. Recovery of Registrant's investment in these mining properties is dependent upon the discovery of reserves in commercial quantities and the subsequent development or sale of those reserves. These matters are contingent upon future events which cannot be determined at this time.

CENTURION MINES CORPORATION

BALANCE SHEET

ASSETS

	As of March 31, 1992 (Consolidated) (Unaudited)	As of September 30, 1991
CURRENT ASSETS:		
Cash	10,493	3,279
Accounts receivable	235,738	188,794
Prepaid mining leases	5,847	6,280
Total Current Assets	252,078	198,353
PROPERTY AND EQUIPMENT:		
Mineral properties	2,512,887	2,205,530
Leasehold improvements	41,323	41,323
Furniture and equipment	122,275	119,226
Vehicles	13,550	13,550
Total property and equipment	2,690,035	2,379,629
Less: Accumulated depreciation	< 135,962>	< 121,384>
Net property and equipment	2,554,073	2,258,245
OTHER ASSETS:		
Other assets	4,046	3,163
Investments in securities	826,436	--
Total Other Assets	830,482	3,163
TOTAL ASSETS	$ 3,636,633	2,459,761

See accompanying notes to the financial statements.

CENTURION MINES CORPORATION

BALANCE SHEET

LIABILITIES AND STOCKHOLDERS' EQUITY

	As of March 31, 1992 (Consolidated) (Unaudited)	As of September 30, 1991
CURRENT LIABILITIES:		
Accounts payable	$ 67,825	84,267
Accrued interest payable (see note 5)	24,625	--
Current portion of note payable (See Note 5)	--	--
Total Current Liabilities	92,450	84,267
Notes payable (See Note 5)	47,947	782,899
Commitments and Contingencies (Note 3)	--	--
STOCKHOLDERS EQUITY:		
Minority Interest	153,417	
Common stock- $.01 par value; For Centurion, 20,000,000 shares authorized; 15,969,514 and 14,833,267 shares issued and outstanding for the respective periods; For Royal, $.01 par value; 40,000,00 shares authorized; 7,517,840 issued and outstanding for March 31, 1992.	201,889	148,333
Additional paid -in capital	5,701,517	4,093,008
Deficit accumulated	< 2,560,587>	< 2,648,746>
Total Stockholders' Equity	3,496,236	1,592,595
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$3,636,633	2,459,761

See the accompanying notes to the financial statements

CENTURION MINES CORPORATION

STATEMENTS OF OPERATIONS

		For the Quarter Ended March 31, 1992 (Consolidated) (Unaudited)	For the Quarter Ended March 31, 1991 (Unaudited)	For the Year Ended September 30, 1991
REVENUE:				
	Management Fees	30,000	30,000	120,000
	Interest Income	10	2,145	4,111
	Production Income	--	--	48,000
	Miscellaneous Income	256	--	2,078
	Reimbursed expenses	33	252	1,615
	Total Revenue	30,299	32,397	175,804
EXPENSES:				
	Depreciation	7,321	7,962	31,202
	Mineral leases	3,754	9,502	43,800
	General and administrative	176,751	159,882	611,488
	Interest expense	112	7,527	14,455
	Total Expenses	187,938	184,873	700,945
	OPERATING INCOME (LOSS)	<157,639>	<152,476>	<525,141>
	Sale of Mineral Rights	294,528	--	--
	NET INCOME (LOSS)	$136,889	<152,476>	<525,141>
	Gain or Loss per weighted average common share (See Note 1)	$ .01	< .01>	< .04>

See the accompanying notes to the financial statements

CENTURION MINES CORPORATION

STATEMENTS OF CASH FLOWS

	For the Quarter Ended March 31, 1992 (Consolidated) (Unaudited)	For the Quarter Ended March 31, 1991 (Unaudited)	For the Year Ended September 30, 1991
CASH FLOW FROM OPERATING ACTIVITIES			
Net income or loss	$136,889	<152,476>	<525,141>
Non cash items included in net income or loss:			
Depreciation	7,320	7,962	31,202
Disposal of asset			8,453
Other expenses paid through issuance of common stock	58,462	66,772	239,970
Increase in:			
Accounts Receivable	<56,370>	--	<188,794>
Other Current Assets	--	--	12,112
Prepaid Mining Leases	--	--	--
Accounts Payable	--	10,120	13,092
Accrued Interest	--	--	<94,454>
Other Assets	--	<1,000>	<1,000>
Decrease in:			
Accounts Receivable	--	2,732	--
Prepaid mining leases	1,046	8,302	28,962
Accounts Payable	<54,292>	<18,166>	--
Net cash provided by <used in> operating activities	$93,055	<75,754>	<475,598>

See the accompanying notes to the financial statements

CENTURION MINES CORPORATION

STATEMENTS OF CASH FLOWS
(CONTINUED)

	For the Quarter Ended March 31, 1992 (Consolidated) (Unaudited)	For the Quarter Ended March 31, 1991 (Unaudited)	For the Year Ended September 30, 1991
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property and equipment	<1,724>	--	<267,607>
Increase in deposits	<393>	--	--
RMI Net Equity 12/31/91	35,134	--	--
Purchase of other mineral rights	<252,547>	<42,061>	--
Net cash used in investing activities	<219,530>	<42,061>	<267,607>
CASH FLOW FROM FINANCING ACTIVITIES:			
Increase in notes payable	24,935	<40,971>	220,140
Reduction of notes payable			<52,122>
Issuance of common stock	112,375	279,747	575,497
Net cash provided <used> by financing activities	137,310	238,776	743,515
NET INCREASE <DECREASE> IN CASH	$ 10,835	120,961	310

See the accompanying notes to the financial statements.

CENTURION MINES CORPORATION

NOTES TO THE FINANCIAL STATEMENTS
MARCH 31, 1992

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Organization

Registrant was incorporated on June 21, 1984, under the laws of the state of Utah, to acquire and develop mineral leases and mineral properties with the intent to produce precious metal ores.

The financial statements of the Registrant included herein have been prepared by the Registrant from its own books and records. In the opinion of management, all adjustments necessary to present the financial position, results of operations, and cash flow at March 31, 1992, have been made and the financial statements included in this quarterly report present the financial position of Registrant in all material respects.

As discussed in Note 2, a substantial portion of Registrant's assets consist of mining properties. Recovery of this investment is dependent upon the discovery of reserves in commercial quantities and the subsequent development or sale of those reserves. These matters are contingent upon future events which cannot be determined at this time.

Property and Equipment

Property and equipment are stated at cost. Acquisitions having a useful life in excess of one year are capitalized. Maintenance and repairs are expensed in the year incurred. Capitalized assets are depreciated by the straight-line method over the estimated useful lives of the related assets. The cost of leasehold improvements is depreciated over the life of the lease.

Mining Cost Capitalization

The Registrant capitalizes the acquisition costs of mineral rights and leases. Costs to maintain the mineral rights and leases are expensed as incurred during the exploration stage.

Loss per Common Share

Losses per common share are calculated based on the number of shares of common stock outstanding during the period. Common stock options and other common stock equivalents are excluded from the calculation of the weighted average number of shares since they are non-dilutive.

NOTE 2 - MINERAL RIGHTS

The Registrant controls approximately 250,000 acres of mining property and mineral rights in Utah and about 20,000 acres in Okanogan County, Washington. Costs relating to the acquisition and development of the mineral rights and leases in Utah and Washington have been capitalized and costs to maintain the mineral rights and leases are expensed as incurred during the exploration stage.

NOTE 3–COMMITMENTS

The Registrant has entered into various cancelable mining leases and royalty agreements as a lessee. The leases had original terms of 3 to 20 years in length and are cancelable at the Registrant's option at any time. The majority of leases have options to be renewed by the Registrant.

Most of the above agreements also have provisions for additional royalty payments based on "net smelter returns" or gross revenues from mineral sales. These royalties average from 1% to 6% and are applicable only after production and sales have begun. Minimum annual royalty payments previously paid will be deducted from the earned royalty payments in the event production from such leases should occur.

Many of the leases also have provisions allowing Registrant to purchase all rights to the properties thereby reducing future commitments for royalty payments.

NOTE 4–COMMON STOCK AND OPTIONS

On February 22, 1990, the company granted options to its directors to purchase an aggregate of 450,000 shares of restricted common stock at $.2325 per share. The options were generally exercisable in blocks of 25,000 shares and expired March 31, 1992 and/or three months after any director ceases to serve as a member of the Board. Director Spenst Hansen exercised his option to purchase the full 100,000 shares on March 4, 1991. Director Orson Mabey exercised his option on February 5, 1992. Barry F. Katona exercised his option on March 17, 1992. Director JDH (David) Morgan exercised his option on March 13, 1992 and Director John L. Larsen exercised his option on March 31, 1992. Effective March 17, 1992, Barry F. Katona is no longer a Director of the Registrant.

Registrant throughout its history, has issued restricted shares of its common stock as partial payment for; 1) mineral properties, 2) lease costs; 3) compensation to officers and others; 4) and reimbursement to officers for expenses. During the period December 31, 1991 to March 31, 1992, 77,250 shares were issued as compensation to officers, directors, employees and contractors. Also, 360,554 shares were issued to retire certain long term notes payable (see Note 5). Additionally,

174,743 shares were issued in exchange for 3,941,771 shares of Royal Minerals, Inc. common stock. These transactions did not affect cash.

Pursuant to an Option to Joint Venture agreement dated May 22, 1990 (see note 6), Registrant sold tc Crown Resources Corporation of Colorado 150,000 shares of restricted common stock plus 750,000 warrants for $75,000. Each warrant created the right to purchase one (1) share of Registrant's restricted common stock at a price of $.60 until May 22, 1991. None of these warrants were exercised, and have all expired as of the current date.

NOTE 5–NOTES PAYABLE

During the period December 31, 1991 to March 31, 1992, most of the Registrant's outstanding long-term debt was retired through the issuance of restricted common stock.

On December 2, 1991, Registrant owed $91,726 to Spenst Hansen, a director and officer of Registrant, for cash advanced to Registrant. Restricted shares were valued at $0.829; 110,554 shares were issued to retire this debt.

On December 30, 1991, Registrant owed $725,167 in principal and accrued interest, for the purchase of certain mining property interests. The obligation was settled through the issuance of 250,000 restricted shares of Registrant's common stock and other interests. The stock was valued at $0.875 per share, for a total of $218,750. This transaction resulted in a gain on the retirement of debt in the amount of $506,417.

The remaining long-term note of $38,440, and the accrued interest in the amount of $9,507, were also incurred for the purchase of a fractional interest in mining properties. Management has received a written representation from the note holder indicating his intent not to require any payments on the notes prior to O .tober 1992. Consequently, the balance represented by this note has been classified as a long-term liability. Also, the note is non-recourse to Registrant and represents an approximate 3.7% interest in one mining property interest which is less than 5% of Registrant's total mining property holdings.

NOTE 6–OPTION TO JOINT VENTURE

On May 22, 1990, Registrant and Crown Resources Corporation of Colorado, a Cclorado corporation, signed a letter option agreement to form a joint venture (hereinafter "Agreement"). Pursuant to the Agreement, Crown Resources Corporation may acquire a 60% interest in mineral rights on mining properties currently owned or controlled by Registrant in central and western Utah. The specific mining properties included in this Agreement are in the Tintic Mining District Juab County, the Kings Canyon properties in Millard County, and about one half of the Registrant's controlled properties in the Oquirrh Mountain range (Utah Gold Belt) west from Salt Lake City. Registrant's other properties in Utah and the properties in Washington state are not subject to the Agreement.

The Agreement requires Crown Resources Corporation to fund four million dollars of authorized exploration, and other costs over a maximum four year period to earn a 60% interest in four of the

six property blocks currently subject to the Agreement. Crown Resources Corporation is obligated to release two property blocks prior to May 22, 1992.

Crown Resources Corporation made a $75,000 private placement to Registrant in exchange for 150,000 shares of the Registrant common stock plus warrants to purchase 750,000 additional shares of Registrant stock at $.60 per share. These warrants were not exercised and have now expired.

Registrant receives a joint venture project management fee of $10,000 per month until the Agreement terminates, or April 30, 1994, whichever occurs first.

Crown Resources Corporation has exercised its option to form the joint venture. The final formal agreement has not been executed at the time of this writing but is under active negotiation.

(See Form 8-K Dated May 22, 1990)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Financial Condition

The Registrant had a positive cash balance of $10,493 at March 31, 1992, and accounts receivable of $235,738. These funds will be used for future operating expenses. Registrant's main source of revenue continues to be management fees from the Crown/Centurion joint venture. During 1991, Registrant began receiving production income. Management intends to reduce its mining property lease-holding costs by giving up lands where evaluation has disproved or reduced the possibility of the existence of valuable mineral deposits. The Registrant has reduced its long term debt from $725,167 to $47,947 through the issuance of Registrant's common stock and other interests. See Notes 4 and 5 of the financial statements.

Liquidity and Capital Resources

Since inception on June 21, 1984, the Registrant has been engaged in exploration, acquisition, and development of mining properties. The Registrant has not commenced mining operations but has derived production revenue through the sale of previously mined gold and silver dump ores from its property holdings. At March 31, 1992, current assets exceeded current liabilities by $160,193, compared to a working capital at December 31, 1991 of $55,170.

Registrant's assets consist primarily of interest in mineral rights, which are carried at the cost of acquisition. The increase in total assets from $2,581,696 on December 31, 1991 to $3,636,633 as of March 31, 1992 is primarily due to the acquisition of Royal Minerals, Inc., the acquisition of additional mining properties, and the issuance of additional shares of Registrant's stock. The Registrant's major financial commitments are its obligation to maintain the underlying leases to its properties.

The Crown Resources Corporation option to form a joint venture agreement requires Crown Resources Corporation to pay mining lease payments and perform work commitments for a

substantial part of Registrant's mining property holdings. It is anticipated that Crown Resources Corporation will honor its obligation and will continue to make mining lease payments and perform work commitments.

Registrant issued 174,743 shares of Registrant's restricted common stock having a value of $82,403 and paid cash in the amount of $1,600 for 3,941,771 shares of Royal Minerals, Inc. (RMI) stock. The acquisition of the stock provided the Registrant with an increase in its Other Assets of $84,003. On January 10, 1992, Royal Minerals, Inc. issued to Registrant, 2,000,000 shares of RMI common stock in exchange for approximately 4,000 acres of private mineral leases. At the RMI shareholders meeting held on January 31, 1992, the RMI shareholders approved a 5 for 1 reverse split of their common stock. Also approved at the shareholders meeting, was the sale of approximately 22,000 acres of unpatented mining claims, private and state leases and other mineral interests owned by Registrant to Royal Minerals, Inc. for 5,000,000 post-split shares of RMI common stock.

Results of Operations

Quarterly net income increased to $136,889 from last years quarterly loss of $<152,476> and quarterly earnings per share to $.01 from last years quarterly loss per share of $<.01> due primarily to sales of mineral properties. For the first time in Registrant's history, there have been two consecutive profitable quarters.

Production revenue was received from the Centennial Eureka properties controlled by Registrant. The revenue received during this fiscal quarter is represented primarily by management fees from the Crown/Centurion Joint Venture and production income which it continues to receive. During fiscal year 1991 Registrant derived income of $48,000 from the sale of its rights to mine and process certain dump ores in the Tintic Mining District. The Crown/Centurion Joint Venture entered into an agreement with North Lily Mining Company to sell previously mined gold and silver dump ores. See note 6 to the financial statements.

Registrant's business plan is to derive income from the sale or disposition of new ore reserves from the exploration and development of its properties, and ultimately to derive production revenue from the commercial mining of ores. Registrant to date has participated in joint ventures and has leased its mining properties to other larger and better financed companies which provide the major investments required to explore, develop, and bring these properties into production. This course of action reduces the Registrant's risk and need for large amounts of capital, but it also reduces the upside potential for profits. In the future, when financial strength permits, management expects Registrant to carry out additional exploration, development and production entirely for its own account. This will involve greater potential for profit, but will also involve greater financial risk.

There are some differences between the second quarter of fiscal 1992 and the second quarter of fiscal 1991. The principal amount of revenue in the second quarter of fiscal 1992 was $294,528 from the sale of mineral rights. These sales enabled the consolidated Registrant to invest in additional mineral rights. Operating revenue for the quarter ended March 31, 1991 was $30,299 which consisted primarily of management fees from the joint venture with Crown Resources Corporation Resources. Revenue for the second quarter of the prior year was $32,397, which also consisted primarily of management fees from the joint venture. Expenses for the second quarter ending March 31, 1992 were $187,938 compared to $184,873 for the second quarter of the prior year. Mineral

lease expenses decreased to $3,754 in the second quarter from $9,502 in the second quarter of the prior year, due to Crown Resources Corporation's payment of most of the required mining lease payments, and also due to Management's favorable renegotiation of certain mining lease obligations.

As discussed in Note 4, the Registrant has historically issued restricted shares of its common stock as payment of various obligations, thus reducing the use of working capital. During the period from March 1987 through May 1991, corporate officers Barry F. Katona, President and Spenst Hansen, Vice President took Registrant's promissory notes in lieu of cash for certain items of compensation, expenses incurred, direct loans to the Registrant and accrued interest. At May 9, 1991, the totals owed to Messrs Katona and Hansen were $28,619 and $312,832 respectively, for a total of $341,451, carried on the books of the Registrant as long term debt. The market price of the Registrant's stock at that date was quoted at $1.25. On May 9, 1991, 303,511 shares were issued at a price of $1.25 per share to Messrs Katona and Hansen and the promissory notes were canceled. As discussed in Note 5, on December 2, 1991, Registrant issued 110,554 restricted shares at a price of $0.829, to Mr. Hansen in retirement of an additional $91,726 in notes payable.

Consolidation of Financial Statements

Management has consolidated the financial statements of Registrant and Royal Minerals, Inc. ("Royal"), an 81% owned subsidiary corporation. The equity in Royal was acquired in the current reporting period. Financial statements contained herein reflect the consolidation of the Registrant's and Royal's financial records. Royal Minerals, Inc., a Utah corporation, is a publicly held company quoted in the pink sheets and traded over-the-counter.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On April 22, 1992, Crown Resources Corp. of Colorado ("Crown"), a joint venture partner of the Registrant, filed an action in the U.S. District Court in Utah naming the Registrant and Royal Minerals, Inc. as defendants. The action involves a dispute over approximately 200 acres of mineral rights in the North Oquirrh Mountain Range, Salt Lake City, Utah and whether or not Registrant is obligated to offer this acreage to the Crown/Centurion venture, or whether Registrant is entitled to retain this acreage for its own account. No specific damages are sought by Crown. Settlement negotiations are currently being carried out by the parties. Registrant has received a settlement proposal from Crown which is being reviewed and considered by the Registrant.

ITEM 2-4.

No response to items 2-4 Part II required.

ITEM 5. OTHER INFORMATION

Effective as of the Annual Shareholders Meeting of the Registrant held March 17, 1992, Barry F. Katona is no longer a director or officer of the Registrant or its affiliates.

On March 17, 1992, the Board of Directors elected the following individuals as officers of Registrant to serve until the next Annual Meeting of the Shareholders:

President	Spenst Hansen
Vice President/Assistant Secretary	E. Craig Hopkinson
Secretary	Orson Mabey III
Treasurer/Assistant Secretary	A. Franklin Adams

Mr. Hansen and Mr. Mabey are currently directors of Registrant. Mr. Hansen is currently the Chief Executive Officer and was formerly the Vice President and Secretary/Treasurer. Both Mr. Hansen's and Mr. Mabey's biographies are reported in the Registrants current 10-K.

Mr. Hopkinson, 43, is the President of National Legal Services, Inc., a Utah corporation, which provides legal support services to the legal and business community. Mr. Hopkinson, has provided these services to the Registrant. Before forming National Legal Services, Inc., in January, 1991, Mr. Hopkinson was employed for four years with the law firm of Giauque, Crockett & Bendinger, Salt Lake City, Utah. Prior to working for Giauque, Crockett & Bendinger, Mr. Hopkinson was employed for two years by the law firm of Winston & Strawn, Phoenix, Arizona.

Mr. Adams, 46, is a Certified Public Accountant (CPA). Mr. Adams has been the controller of Registrant for two years. Mr. Adams also provides controller or accounting services to other business entities. Prior to becoming controller for Registrant, Mr. Adams was the accounting manager for KDJ Custom Steel Company for a period of two years. For two years before becoming the accounting manager at KDJ, Mr. Adams was the assistant controller for Jetway Division, Abex Corporation, Ogden, Utah.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits. None

(b) Reports on Form 8-K. None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CENTURION MINES CORPORATION

Date: May 19, 1992

Svenst Hansen,
President and Director

Date: May 19, 1992

A. Franklin Adams,
Assistant Secretary/Treasurer

e93p/10-Qmar 92/security